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Conflicts Counsel to the Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY,)	Case No. 09-50026 (REG)
<i>et al.,</i>)	
)	
Debtors.)	(Jointly Administered)

**DECLARATION OF RICHARD K. MILIN IN SUPPORT OF REORGANIZED
DEBTORS' (1) SUPPLEMENTAL CLAIM OBJECTION AND (2) MOTION
TO ENFORCE THE PLAN INJUNCTION AND AUTOMATIC STAY AND
TO ENJOIN CHARTIS U.S. FROM CONTINUING TO RETAIN MORE THAN
\$20 MILLION IT IMPROPERLY SEIZED FROM THE REORGANIZED DEBTORS**

RICHARD K. MILIN hereby declares as follows:

1. I am a member of the Bar of the State of New York and of counsel to the firm of Togut, Segal & Segal LLP, conflicts counsel to Reorganized Debtors Motors Liquidation Company, *et al.*, formerly known as General Motors Corporation. I respectfully submit this Declaration based upon personal knowledge and my review of the files in support of the Reorganized Debtors' (1) Supplemental Claim Objection and (2) Motion To Enforce the Plan Injunction and Automatic Stay and To Enjoin Chartis U.S. From Continuing To Retain More Than \$20 Million It Improperly Seized from the Reorganized Debtors.

2. I attach as Exhibit 1 a copy of the Declaration of Thomas A. Morrow dated October 5, 2011 in support of Reorganized Debtors' (1) Supplemental

Claim Objection and (2) Motion To Enforce the Plan Injunction and Automatic Stay and To Enjoin Chartis U.S. From Continuing To Retain More Than \$20 Million It Improperly Seized from the Reorganized Debtors.

3. I attach as Exhibit 2 copies of two Assumption and Collateralization Agreements effective July 10, 2009, entered into by and between: (i) Chartis Specialty Insurance Company (f/k/a American International Specialty Lines Insurance Company), General Motors LLC, and Motors Liquidation Company; and (ii) Lexington Insurance Company, General Motors LLC, and Motors Liquidation Company.

4. I attach as Exhibit 3 is a copy of a letter dated March 31, 2011 from Motors Liquidation Company to Aon Risk Services Central.

5. I attach as Exhibit 4 a copy of a letter from Richard K. Milin to Michael S. Davis dated September 16, 2011.

6. Attached hereto as Exhibit 5 are copies of Payment Agreements for Insurance and Risk Management Services (a) effective on April 1, 2009 by and between Lexington Insurance Company and Motors Liquidation Company, and (b) effective on September 1, 2006 by and between American International Specialty Lines Insurance Company and Motors Liquidation Company.

I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed in New York, New York on October 5, 2011

/s/ Richard K. Milin
RICHARD K. MILIN
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